

PLAYA HOTELS & RESORTS N.V.

Nominating and Governance Committee Policy Regarding Qualification and Nomination of Director Candidates and Board Profile

A. General

The Nominating and Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Playa Hotels & Resorts N.V. (the “**Company**”) has adopted, and the Board has ratified, this Policy Regarding Qualification and Nomination of Director Candidates (the “**Policy**”). The principal purposes of the Nominating Committee are to (i) identify, recruit and recommend to the full Board qualified candidates for nomination by the Board to be appointed as directors by the Company's general meeting of shareholders (the “**General Meeting**”) consistent with criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, as included in the Board rule, and implement and monitor such guidelines; (iii) oversee the Board's compliance with financial, legal and regulatory requirements and its ethics program as set forth in the Company's Code of Business Conduct and Ethics (the “**Code**”); (iv) review and make recommendations to the Board on matters involving the general operation of the Board, including the size and composition of the Board (subject to the Company's articles of association and applicable laws) and the structure and composition of Board committees; (v) recommend to the Board nominees for each Board committee; (vi) periodically, but no less than annually, facilitate the assessment of the Board's performance as a whole and of individual directors, and of the Board's committees, as required by applicable law, regulations and the NASDAQ Stock Market (“**NASDAQ**”) corporate governance listing standards; (vii) oversee the Board's evaluation of management; and (viii) consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.

In accordance with the Company's articles of association and the Board rules, the Board determines the number of executive and non-executive directors. The members of the Board have a collective responsibility for the proper functioning and for the proper discharge of the obligations of the Board.

The purpose of this Policy is to further the Nominating Committee's goal of ensuring that the Board consists of a diverse group of qualified individuals that function effectively as a group. This Policy sets forth the following: (i) certain qualification requirements and considerations for director candidates; and (ii) the Nominating Committee's process for identifying and evaluating director candidates.

B. Qualifications

In considering potential candidates for director, the Nominating Committee considers the entirety of each candidate's qualifications and credentials. Qualifications and credentials for consideration as a director nominee may vary according to the particular areas of expertise being

sought as a complement to the existing composition of the Board. However, at a minimum, candidates for director must possess:

- high personal and professional ethics and integrity;
- an ability to exercise sound judgment, including in relation to the Company's business and strategy as a whole;
- an ability to make independent analytical inquiries;
- an ability and willingness to devote sufficient time and resources to diligently perform Board duties, including attending Board and/or committee meetings;
- appropriate and relevant business experience and acumen; and
- a reputation, both personal and professional, consistent with the image and reputation of the Company.

In addition to the aforementioned minimum qualifications, the Nominating Committee also believes that there are other qualities and skills that, while not a prerequisite for nomination, should be taken into account when considering whether to recommend a particular candidate. These factors include but are not limited to:

- whether the person possesses specific industry knowledge, expertise and/or contacts, including in the lodging industry generally and/or the all-inclusive resort industry, and familiarity with general issues affecting the Company's business;
- whether the person's nomination and election would enable the Board to have a member that qualifies as an "audit committee financial expert" as such term is defined by the Securities and Exchange Commission in Item 407 of Regulation S-K;
- whether the person's nomination and election would enable the Board to have a member that qualifies as a "financial expert" with relevant knowledge and experience of financial administration and accounting for public companies or other large corporations;
- whether the person would qualify as an "independent" director under the rules of NASDAQ, Rule 10A-3 under the Securities Exchange Act of 1934, as amended, with regard to Audit Committee members or under the criteria stipulated by the Dutch Corporate Governance Code;
- the importance of continuity of the existing composition of the Board; and
- the importance of a diverse Board membership, in terms of both the individuals involved and their various experiences and areas of expertise.

In addition to the qualifications above, the non-executive directors, together, through their participation in the Board or in the relevant Board appointed committees, must be able to competently perform the following duties:

- nominate, assess, compensate and oversee succession planning of executive directors;
- assess the Company's corporate strategy and general policy;
- assess the development of the Company's financial position;

- assess the Company's risk functions, internal audit and other control functions within the company;
- assess the organizational structure and corporate governance of the Company;
- assess the social policy of the Company.

C. Process for Identifying and Evaluating Director Candidates

The Nominating Committee shall seek to identify director candidates based on input provided by a number of sources, including (i) Nominating Committee members, (ii) other directors of the Company and (iii) any other party deemed appropriate by the Nominating Committee, including shareholders. The Nominating Committee also has the authority to consult with or retain advisors or search firms to assist in the identification of qualified director candidates. As part of the identification process, the Nominating Committee shall evaluate the skills, expertise and diversity possessed by the current Board, and whether there are additional skills, expertise or diversity that should be added to complement the composition of the existing Board. The Nominating Committee may consult with other Board members in connection with the identification process. The Nominating Committee also shall take into account the number of directors expected to be appointed or reappointed at the next General Meeting and whether existing directors have indicated a willingness to continue to serve as directors if nominated for reappointment.

The Nominating Committee values the input of shareholders in identifying director candidates. The Nominating Committee considers recommendations for Board candidates submitted by shareholders using substantially the same criteria it applies to recommendations from the Nominating Committee, directors of the Company, and any other party deemed appropriate by the Nominating Committee. Shareholders may submit recommendations by providing the person's name and appropriate background and biographical information in writing to the Nominating Committee at an address to be disclosed from time to time by the Company.

Once director candidates have been identified, the Nominating Committee shall then evaluate each candidate in light of his or her qualifications and credentials, and any additional factors that the Nominating Committee deems necessary or appropriate (including any applicable restrictions, requirements and/or recommendations under applicable laws, rules, regulations and best practice provisions). All director candidates will be evaluated in the same manner, regardless of who recommended the candidate. Existing directors who are being considered for nomination for re-appointment shall be re-evaluated also based on their performance as directors as part of the Nominating Committee's process of recommending director candidates.

After completing the identification and evaluation process described above, the Nominating Committee shall select director nominees and recommend the appointment of such director nominees to the Board. The Nominating Committee shall provide information of the director nominees that may be relevant for the Board's consideration and/or which are required to be provided to the General Meeting pursuant to applicable laws, rules or regulations if and when such candidates are nominated for appointment. The Board shall then select director nominees for shareholders to consider and vote upon at the General Meeting.

Approved: March 9, 2017

Effective: March 11, 2017